



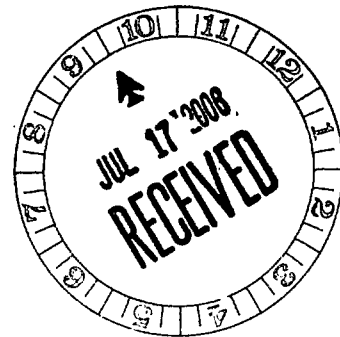
CORPORATION SERVICE COMPANY

RECORDATION NO. 26458 FILED

JUL 17 '06

2-35 PM

SURFACE TRANSPORTATION BOARD



July 13, 2006

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
Barbara.saddler@stb.dot.gov

RE: 239851-005

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of April 26, 2006 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **CALIFORNIA PORTLAN CEMENT**
2025 E FINANCIAL WAY, GLENDORA, CA 91741

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **CALIFORNIA PORTLAN CEMENT** covering 72-3250 C.F. covered hopper car with gravity gates and round hatches (82995/29816) as further described on the attaced schedule A. NON INCLUSIVE

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty-four dollars (\$34.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 x 3753.

Thank you for your prompt assistance.

Sincerely,

Beth Poani
Motor Vehicle Specialist

MEMORANDUM OF RAILCAR LEASE

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 26th day of April, 2006, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor"), and CALIFORNIA PORTLAND CEMENT, a California corporation, with an address at 2025 E. Financial Way, Glendora, CA 91741 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of April 26, 2006 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Catherine Stylian
Name: Catherine Stylian
Title: Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CALIFORNIA PORTLAND CEMENT

By: [Signature]
Name: _____
Title: _____

Schedule A

Number of Cars

Equipment Description

72 3,250 C.F. covered hopper car with gravity gates and round hatches

1	CEFX	82995	53	NAHX	29771
2	CEFX	83003	54	NAHX	29772
3	CEFX	83012	55	NAHX	29773
4	CEFX	83032	56	NAHX	29774
5	CEFX	83035	57	NAHX	29780
6	CEFX	83036	58	NAHX	29781
7	CEFX	83045	59	NAHX	29783
8	NAHX	29701	60	NAHX	29784
9	NAHX	29704	61	NAHX	29785
10	NAHX	29705	62	NAHX	29786
11	NAHX	29706	63	NAHX	29787
12	NAHX	29707	64	NAHX	29788
13	NAHX	29708	65	NAHX	29792
14	NAHX	29709	66	NAHX	29793
15	NAHX	29710	67	NAHX	29794
16	NAHX	29712	68	NAHX	29796
17	NAHX	29713	69	NAHX	29797
18	NAHX	29714	70	NAHX	29798
19	NAHX	29715	71	NAHX	29802
20	NAHX	29719	72	NAHX	29816
21	NAHX	29721			
22	NAHX	29723			
23	NAHX	29725			
24	NAHX	29730			
25	NAHX	29731			
26	NAHX	29734			
27	NAHX	29735			
28	NAHX	29737			
29	NAHX	29739			
30	NAHX	29741			
31	NAHX	29742			
32	NAHX	29745			
33	NAHX	29746			
34	NAHX	29747			
35	NAHX	29748			
36	NAHX	29749			
37	NAHX	29750			
38	NAHX	29751			
39	NAHX	29752			
40	NAHX	29755			
41	NAHX	29756			
42	NAHX	29757			
43	NAHX	29758			
44	NAHX	29759			
45	NAHX	29760			
46	NAHX	29761			
47	NAHX	29762			
48	NAHX	29763			
49	NAHX	29766			
50	NAHX	29767			
51	NAHX	29768			
52	NAHX	29769			